

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MEGAN VILLELLA, Individually and on Behalf of All Others Similarly Situated,	:	
	:	
	:	
Plaintiff,	:	
	:	
vs.	:	15-cv-2106-ER
	:	
CHEMICAL AND MINING COMPANY OF CHILE, INC., et al.,	:	
	:	
	:	
Defendants.	:	

x

15-cv-2106-ER

x

**OMNIBUS DECLARATION OF GRANT R. MAINLAND IN SUPPORT OF
DEFENDANT’S MEMORANDUM OF LAW IN OPPOSITION TO PLAINTIFF’S
MOTION FOR CLASS CERTIFICATION AND DEFENDANT’S MOTION TO
EXCLUDE THE TESTIMONY OF PLAINTIFF’S EXPERT, BJORN I. STEINHOLT**

I, Grant R. Mainland, hereby declare as follows:

1. I am a partner of the law firm Milbank, Tweed, Hadley & McCloy LLP, counsel to Defendant Chemical and Mining Company of Chile, Inc. (a/k/a Sociedad Química y Minera de Chile S.A.) (“SQM”) in the above-captioned action. I am a member in good standing of the bar of the State of New York.

2. Attached hereto as Exhibit 1 is a true and correct copy of the transcript of the deposition of Bjorn Steinholt (“Steinholt Deposition”), dated November 9, 2018.

3. Attached hereto as Exhibit 2 is a true and correct copy of the transcript of the deposition of Ian Bainbridge (“Bainbridge Deposition”), dated November 28, 2018.

4. Attached hereto as Exhibit 3 is a true and correct copy of the transcript of the deposition of Henry Boucher (“Boucher Deposition”), dated November 29, 2018.

5. Attached hereto as Exhibit 4 is a true and correct copy of the Investment Management Agreement between Sarasin & Partners LLP (“Sarasin”) and the Council of the Borough of South Tyneside, Acting in its Capacity as the Administrative Authority of the Tyne and Wear Pension Fund (“Tyne & Wear”), dated September 16, 2010, Bates-stamped TW0000001 through TW0000052, and marked as Exhibit 6 at the Bainbridge Deposition.

6. Attached hereto as Exhibit 5 is a true and correct copy of extracted pages from a document prepared by Sarasin when tendering for the Tyne & Wear mandate, Bates-stamped SARASIN_0000715 through SARASIN_0000727, and marked as Exhibit 7 at the Boucher Deposition.

7. Attached hereto as Exhibit 6 is a true and correct copy of a letter from Chris Bell of Sarasin & Partners LLP (“Sarasin”) to Charles Evans and Rosy Villar of Milbank, Tweed, Hadley & McCloy LLP, dated September 17, 2018, marked as Exhibit 5 at the Boucher Deposition.

8. Attached hereto as Exhibit 7 is a true and correct copy of an email from Nicola Courts of GMBS to Harry Talbot Rice of Sarasin, dated July 17, 2013, attaching SQM stock information, Bates-stamped SARASIN_0000671 through SARASIN_0000674, and marked as Exhibit 10 in the Boucher Deposition.

9. Attached hereto as Exhibit 8 is a true and correct copy of an email chain involving Nicola Courts of GMBS and Harry Talbot Rice of Sarasin, dated between August 28, 2013 and August 29, 2013, Bates-stamped SARASIN_0000675 through SARASIN_0000680, and marked as Exhibit 11 at the Boucher Deposition.

10. Attached hereto as Exhibit 9 is a true and correct copy of an email from Nicola Courts of GMBS to Harry Talbot Rice of Sarasin, dated September 11, 2013, Bates-stamped SARASIN_00001232, and marked as Exhibit 12 at the Boucher Deposition.

11. Attached hereto as Exhibit 10 is a true and correct copy of an email chain involving Nicola Courts of GMBS and Harry Talbot Rice and Alex Hunter of Sarasin, dated between September 26, 2013 and September 27, 2013, Bates-stamped SARASIN_0000681 through SARASIN_0000685, and marked as Exhibit 13 at the Boucher Deposition.

12. Attached hereto as Exhibit 11 is a true and correct copy of an email from Nicola Courts of GMBS to Harry Talbot Rice of Sarasin, dated October 3, 2013, Bates-stamped SARASIN_0001235 through SARASIN_0001236, and marked as Exhibit 14 at the Boucher Deposition.

13. Attached hereto as Exhibit 12 is a true and correct copy of a spreadsheet recording SQM transactions undertaken by Sarasin on behalf of the Tyne & Wear fund, Bates-stamped SARASIN_0000749, and marked as Exhibit 8 at the Boucher Deposition.

14. Attached hereto as Exhibit 13 is a true and correct copy of a document titled “APPENDIX A: Sarasin’s transactions in SQM securities,” Bates-stamped SARASIN_0001369, and marked as Exhibit 9 at the Boucher Deposition.

15. Attached hereto as Exhibit 14 is a true and correct copy of an email chain involving Henry Boucher and Alex Hunter of Sarasin, dated December 5, 2013, Bates-stamped SARASIN_0001242, and marked as Exhibit 16 at the Boucher Deposition.

16. Attached hereto as Exhibit 15 is a true and correct copy of an email from James Le Cordeur of Sarasin to Natasha Landell-Mills and Alex Hunter of Sarasin, dated January 16, 2014, Bates-stamped SARASIN_0001208, and marked as Exhibit 17 at the Boucher Deposition.

17. Attached hereto as Exhibit 16 is a true and correct copy of a document titled “Stewardship at Sarasin & Partners,” dated December 2013, Bates-stamped SARASIN_0001491 through SARASIN_0001493, and marked as Exhibit 18 at the Boucher Deposition.

18. Attached hereto as Exhibit 17 is a true and correct copy of an email chain involving Natasha Landell-Mills and Alex Hunter of Sarasin, dated July 16, 2014, attaching a GMI analyst report, Bates-stamped SARASIN_0001169 through SARASIN_0001185, and marked as Exhibit 19 at the Boucher Deposition.

19. Attached hereto as Exhibit 18 is a true and correct copy of an email from Nicola Courts of GMBS to Harry Talbot Rice of Sarasin, dated September 2, 2014, Bates-stamped SARASIN_0001246, and marked as Exhibit 22 at the Boucher Deposition.

20. Attached hereto as Exhibit 19 is a true and correct copy of two articles from the Economist, dated March 5, 2014 and September 15, 2014, Bates-stamped SARASIN_0000525 through SARASIN_0000526, and marked as Exhibit 23 at the Boucher Deposition.

21. Attached hereto as Exhibit 20 is a true and correct copy of an email from Nicola Courts of GMBS, dated January 19, 2015, Bates-stamped SARASIN_0001461 through SARASIN_0001464, and marked as Exhibit 24 at the Boucher Deposition.

22. Attached hereto as Exhibit 21 is a true and correct copy of an email from Nicola Courts of GMBS, dated February 27, 2015, Bates-stamped SARASIN_0001465 through SARASIN_0001470, and marked as Exhibit 25 at the Boucher Deposition.

23. Attached hereto as Exhibit 22 is a true and correct copy of an email from Ed Bailey of Sarasin to Henry Boucher, Harry Talbot Rice, and others of Sarasin, dated March 17, 2015, Bates-stamped SARASIN_0001471 through SARASIN_0001473, and marked as Exhibit 26 at the Boucher Deposition.

24. Attached hereto as Exhibit 23 is a true and correct copy of an SQM press release, dated March 18, 2015.

25. Attached hereto as Exhibit 24 is a true and correct copy of an email chain involving Natasha Landell-Mills, Richard Ellis, Alex Hunter, Harry Talbot Rice, Laura Stafford, Ed Bailey, David Allen, Claire Molinari, and Henry Boucher of Sarasin, dated between April 16, 2015 and April 21, 2015, Bates-stamped SARASIN_0001261 through SARASIN_0001265, and marked as Exhibit 33 at the Boucher Deposition.

26. Attached hereto as Exhibit 25 is a true and correct copy of an email chain involving Victor Cortes Diez of Morgan Stanley and Mark Julio, Laura Stafford, Alex Hunter, and Harry Talbot Rice of Sarasin, dated between March 18, 2015 and March 19, 2015, Bates-stamped SARASIN_0001248 through SARASIN_0001249.

27. Attached hereto as Exhibit 26 is a true and correct copy of an email chain involving Ian Bainbridge and Nicola Robason of Tyne & Wear and Henry Boucher, Richard Ellis, Harry Talbot Rice, Alex Hunter, Charlotte Henwood and Natasha Landell-Mills of Sarasin, dated April 17, 2015, Bates-stamped SARASIN_0000692 through SARASIN_0000693, and marked as Exhibit 31 at the Boucher Deposition.

28. Attached hereto as Exhibit 27 is a true and correct copy of an email chain involving Ian Bainbridge and Nicola Robason of Tyne & Wear and Henry Boucher, Richard Ellis, Harry Talbot Rice, Natasha Landell-Mills and Alex Hunter of Sarasin, dated between April 17, 2015 and April 22, 2015, Bates-stamped SARASIN_0001266 through SARASIN_0001269, and marked as Exhibit 34 at the Boucher Deposition.

29. Attached hereto as Exhibit 28 is a true and correct copy of an email chain involving Ian Bainbridge and Nicola Robason of Tyne & Wear and Henry Boucher, Richard Ellis, Harry Talbot Rice, Natasha Landell-Mills, and Alex Hunter of Sarasin, dated between April 17, 2015 and April 23, 2015, Bates-stamped SARASIN_0001275 through SARASIN_0001281.

30. Attached hereto as Exhibit 29 is a true and correct copy of an email from Ed Bailey of Sarasin to Henry Boucher, Harry Talbot Rice, and others of Sarasin, dated October 7, 2013, attaching a J.P. Morgan analyst report dated October 7, 2013, Bates-stamped SARASIN_0001120 through SARASIN_0001158, and marked as Exhibit 15 at the Boucher Deposition.

31. Attached hereto as Exhibit 30 is a true and correct copy of a letter from Chris Bell of Sarasin to Charles Evans and Rosy Villar of Milbank, Tweed, Hadley & McCloy LLP, dated October 11, 2018, marked as Exhibit 6 at the Boucher Deposition.

32. Attached hereto as Exhibit 31 is a true and correct copy of the Expert Report of Dr. Walter N. Torous, dated December 12, 2018.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on the 12th day of December, 2018, in New York, New York.

/s/ Grant R. Mainland
Grant R. Mainland